

CARING TO LOVE MINISTRIES

3813 NORTH FLANNERY ROAD

BATON ROUGE, LA 70814

BY LAWS

OF

CARING TO LOVE MINISTRIES

(As revised effective April 15, 1994)

A Louisiana Nonprofit Public Benefit Corporation

ARTICLE I NAME OF CORPORATION

The name of this corporation shall be CARING TO LOVE MINISTRIES.

ARTICLE II STATEMENT OF PURPOSE

The woman who experiences an unplanned pregnancy has four basic alternatives to consider. Because there could be anxious moments and unhappy days ahead with any of these options, it is of the utmost importance that she clearly understand what each of these alternatives involves.

Therefore, the purpose of the Caring to Love Ministries (CLM) is to assist a pregnant woman who is in a state of crisis to understand and work through the alternatives, enabling her to make an informed decision concerning the outcome of her pregnancy. For the woman who decides to carry to term, the ministry will provide emergency aid in whatever form is available and needed. The aim should be to help restore the woman to a normal level of coping, or to help her move from a state of crisis to a state of being in control of her life.

The CLM is a Christian response to the needs of women confronted with crisis pregnancies. In presenting the love of Christ through its ministry, CLM never discriminates because of religion, creed, color, national origin, age, or marital status. The center's assistance is free of charge.

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ARTICLE III NON-PROFIT CORPORATION

This corporation shall be non-profit, non-sectarian, non-partisan in nature and shall take no position in any matters of governmental policy other than those concerning the purpose of this corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers

The affairs of this corporation shall be managed by the Board of Directors. All voting rights shall be vested solely in the Directors of the Corporation and are personal and not transferable (i.e. no vote by proxy). The Board shall represent the CLM in all legal matters, be in charge of all finances and properties of the CLM, and is authorized to make improvements, additions, replacement of, or disposition of properties. In addition to the powers expressly conferred upon it by these By-laws, the Board of Directors may exercise all the powers of this Corporation. From time to time, the Board may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in the By-laws.

Section 2. Board Membership

a. Number: The Board of Directors shall be composed of not less than three persons or more than ten persons.

b. Term: Members of the Board of Directors shall serve a one year term. Successive terms will be allowed without limitation.

c. Executive Committee: President, Vice President/Treasurer, and Chairman of the Board shall serve as the executive committee of the corporation.

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Section 3. Election of Officers and Directors

a. Board members shall be elected at the last meeting of the fiscal year. The executive committee shall present a slate of prospective board members to the board 30 days prior to the election.

b. Officers shall be elected at the annual meeting.

c. Re-election: A board member may be re-elected to the board immediately upon the expiration of his/her term.

Section 4. Vacancies on the Board of Directors

a. Resignation: A director may resign by filing a written notice of resignation with the President. The resignation will be effective upon filing or the date stated, whichever is later.

b. Removal: A director may be removed with or without cause, by a vote of two-thirds of the board at any annual, regular or special meeting provided notice of proposed termination is given. Failure to attend two-thirds of regular meetings or the absence of a director from three consecutive meetings shall be grounds for removal, unless the board is notified.

c. Replacement: Vacancies on the Board of Directors shall be filled by appointment of a replacement recommended by the Executive Committee. The replacement will serve the remainder of the term to which he/she has been appointed.

Section 5. Meetings

a. Annual meeting: The annual meeting of the Board of Directors for the election of officers and the consideration of business which may properly be brought before the board shall be held in January and may function as a regular meeting.

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b. Special meetings: Special meetings may be held in addition to regular meetings on and at such times the president deems appropriate to conduct business. Special meetings shall also be held upon written request of not less than five directors.

c. Quorum: two-thirds of the elected members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Telephone Conference

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE V OFFICERS AND DUTIES

Principal Officers: The principal officers of the corporation shall be a Chairman of the Board, President, Vice President, Secretary and Treasurer of whom all shall be elected members of the Board of Directors.

Term of Office: The term of office shall be for one year, and an officer may be re-elected to office for consecutive terms without limitation.

Chairman of the Board: The Chairman of the Board shall be the principle volunteer officer of the corporation. He/She may sign, as may other officers of the corporation duly authorized to do so by the Board of Directors, instruments which the Board of Directors has authorized the President to execute. He/She shall be chairperson of the Executive Committee.

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President: The President shall be the President of the board and chief officer of the corporation.

Vice President: The Vice President for the Board of Directors shall act for the President in his/her absence and perform such other acts as the President may direct.

Secretary: The Secretary shall be responsible to insure that the minutes of the meeting of the Board of Directors are kept in accordance with these by-laws or as required by law and in general perform all duties incident to the office of Secretary and such other duties from time to time as may be signed by the President or by the Board of Directors.

ARTICLE VI COMMITTEES

The President, in conjunction with the Executive Committee, shall be authorized to appoint members to committees for various fund raising, administrative, and ministry purposes on an as needed basis.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts

The Board of Directors hereby authorizes the President of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the President and any other officer or employee authorized in writing to do so by the Executive Committee.

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Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositaries as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order (newly revised) shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the corporation may adopt. A Parliamentarian may be appointed by the President.

ARTICLE IX INDEMNIFICATION

The Corporation may indemnify any director or officer or former director or officer of the corporation or any person who may have served at the request of the corporation as a director or officer against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement to the extent permitted by section 227 of the Louisiana Non-Profit Corporation Law (La. R.S. 12:227).

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ARTICLE X GENERAL

In the event there is a conflict between a provision of these by-laws and the Internal Revenue Code as amended, a mandatory provision of the Articles of Incorporation or a mandatory provision of the laws of the State of Louisiana, the provision of the Internal Revenue Code, Articles of Incorporation or laws of the State of Louisiana shall prevail.

ARTICLE XI AMENDMENT

These by-laws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote, provided that notice of the substance of the proposed amendment shall be submitted to each director within the same time prescribed for notice of the meeting which is seven days.

Enacted effective date: April 19, 1994

Terry L. Workman
Rev. Terry L. Workman,
Chairman of the Board

Dorothy T. Wallis
Mrs. Dorothy T. Wallis, President

Donald L. Wallis
Mr. Donald Wallis, Vice President/
Treasurer

Jorge Sedaca
Rabbi Jorge D. Sedaca

Karen Muratore
Dr. Karen Muratore

Sharon Weston
Representative Sharon Weston


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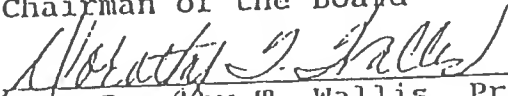
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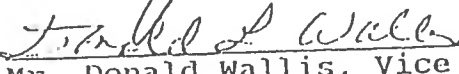
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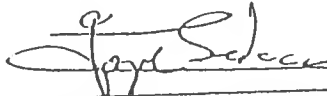
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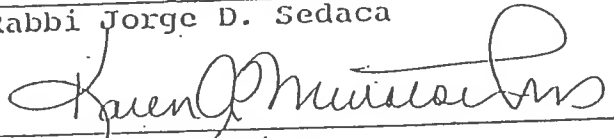
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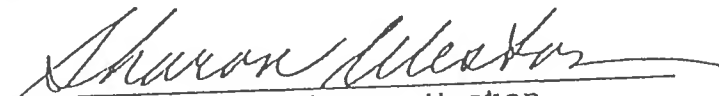

Rev. Terry L. Workman,
Chairman of the Board


Mrs. Dorothy T. Wallis, President


Mr. Donald Wallis, Vice President/
Treasurer


Rabbi Jorge D. Sedaca

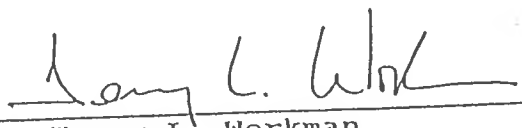

Dr. Karen Muratore


Representative Sharon Weston

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the Caring to Love Ministries and that such By-laws were ably adopted by the Board of Directors of said corporation on the date set forth above.

Dated: April 19, 1994


Rev. Terry L. Workman,
Chairman of the Board

